WHAT IS CLAIMED IS:

1 A compound having the formula:

3 wherein,

!5 :6 L^1 and L^2 are members independently selected from a bond, -O-, -S-, S(O)-, -S(O₂)-, -C(O)-, -C(O)O-, -C(O)NH-, substituted or unsubstituted alkylene, and substituted or unsubstituted heteroalkylene;

the dashed line b is optionally a bond;

the ring A is a member selected from substituted or unsubstituted 5 to 6 membered heterocycloalkyl, and substituted or unsubstituted heteroaryl;

R¹ is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, -OR^{1A}, -NR^{1C}R^{1D}, -C(O)NR^{1C}R^{1D}, -C(O)OR^{1A}, wherein

R^{1A} is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl:

R^{1C} and R^{1D} are members independently selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted or unsubstituted heterocycloalkyl, substituted or unsubstituted or unsubstituted or unsubstituted or unsubstituted heteroaryl,

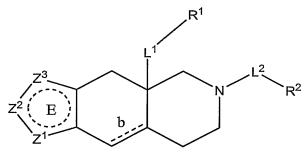
wherein R^{1C} and R^{1D} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached.

27	wherein said ring optionally comprises an additional ring
28	nitrogen, and
29	R^2 is a member selected from substituted or unsubstituted alkyl, substituted
3O	or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl,
31	substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted
32	aryl, substituted or unsubstituted heteroaryl, $-S(O_2)R^{2A}$, $-S(O_2)NR^{2B}R^{2C}$,
33	and =NOR ^{2D} , wherein
34	R^{2A} , R^{2B} , R^{2C} , and R^{2D} are members independently selected from
3 <i>5</i>	substituted or unsubstituted alkyl, substituted or unsubstituted
36	heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
37	unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and
38	substituted or unsubstituted heteroaryl.
1	2. The compound of claim 1, wherein A is a member selected from:
2	unsubstituted 5 to 6 membered heterocycloalkyl comprising at least one
3	heteroatom selected from N, O and S;
4	substituted 5 to 6 membered heterocycloalkyl comprising 1 to 3 substituents
5	and at least one ring heteroatom selected from N, O and S;
6	unsubstituted aryl comprising at least one heteroatom selected from N, O and
7	S; and
8	substituted aryl comprising 1 to 3 substituents and at least one ring
9	heteroatom selected from N, O and S.
1	3. The compound of claim 1, wherein A is a member selected from
2	substituted or unsubstituted pyrrolidinyl, substituted or unsubstituted pyrrolyl, substituted or
3	unsubstituted pyrazolyl, substituted or unsubstituted imidazolyl, substituted or unsubstituted
4	furanyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted isoxazolyl,
5	substituted or unsubstituted thienyl, substituted or unsubstituted thiazolyl, substituted or
6	unsubstituted isothiazolyl, substituted or unsubstituted pyridinyl, substituted or
7	unsubstituted pyrimidinyl, and substituted or unsubstituted pyrazinyl.
1	4. The compound of claim 1, wherein A is a substituted or unsubstituted
2	pyrazolyl.

1 5. The compound of claim 1, wherein A is substituted with a member 2 selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aryl, -NR^{3A}R^{3B}, and -OR^{3C}, wherein 3 R^{3A} and R^{3B} are members independently selected from hydrogen, substituted 4 5 or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, 6 substituted or unsubstituted heterocycloalkyl, and substituted or unsubstituted heteroaryl, wherein 7 R^{3A} and R^{3B} are optionally joined to form a substituted or unsubstituted 8 9 ring with the nitrogen to which they are attached, wherein said ring 10 optionally comprises an additional ring heteroatom, and R^{3C} is a member selected from substituted or unsubstituted alkyl, substituted 11 12 or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, 13 substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted 14 aryl, and substituted or unsubstituted heteroaryl.

6. The compound of claim 5, wherein A is substituted with a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

7. The compound of claim 1 having the formula



 \tilde{z}^{1} (II)

3 wherein,

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the dashed ring represents unsaturated, partially saturated, or fully saturated bonds within ring E;

Z¹ is a member selected from -NR⁵-, =N-, -O-, and -S-, wherein
R⁵ is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted or unsubstituted

10	heterocycloalkyl, substituted or unsubstituted heteroaryl, and
11	substituted or unsubstituted aryl;
12	Z^2 is a member selected from -CR ^{6A} R ^{6B} -, =CR ^{6A} -, -C(O)-, -NR ^{6C} -, =N-, -O-,
13	-S-, $-CR^{6A}R^{6B}-NR^{6C}$ -, $=CR^{6A}-NR^{6C}$ -, $-CR^{6A}=N$ -, $-CR^{6A}R^{6B}-N$ =, and
14	=CR ^{6A} -N=, wherein
15	$R^{ m 6C}$ is a member selected from hydrogen, substituted or unsubstituted
16	alkyl, substituted or unsubstituted heteroalkyl, substituted or
17	unsubstituted cycloalkyl, substituted or unsubstituted
18	heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
19	unsubstituted heteroaryl,
20	R^{6A} and R^{6B} are members independently selected from hydrogen,
21	substituted or unsubstituted alkyl, substituted or unsubstituted
22	heteroaryl, substituted or unsubstituted aryl, $-NR^{6A1}R^{6A2}$, and $-OR^{6A3}$,
23	wherein
24	R^{6A1} and R^{6A2} are members independently selected from hydrogen,
25	substituted or unsubstituted alkyl, substituted or unsubstituted
26	heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
27	unsubstituted heterocycloalkyl, substituted or unsubstituted aryl,
28	and substituted or unsubstituted heteroaryl, wherein
29	R^{6A1} and R^{6A2} are optionally joined to form a substituted or
30	unsubstituted ring with the nitrogen to which they are
31	attached, wherein said ring optionally comprises an additional
32	ring heteroatom, and
33	R ^{6A3} is a member selected from substituted or unsubstituted alkyl,
34	substituted or unsubstituted heteroalkyl, substituted or
35	unsubstituted cycloalkyl, substituted or unsubstituted
36	heterocycloalkyl, substituted or unsubstituted aryl, and substituted
37	or unsubstituted heteroaryl,
38	wherein R^{6A} and R^{6C} are optionally joined together to form a
39	substituted or unsubstituted ring, wherein said ring optionally
40	comprises an additional ring heteroatom;
41	Z^3 is a member selected from $-CR^{7A}R^{7B}$ -, $-CR^{7A}$ -, $-C(O)$ -, $-NR^{7C}$ -, $-N$ -, $-O$ -,
42	and -S-, wherein

43	R ^{7C} is a member selected from hydrogen, substituted or unsubstituted
44	alkyl, substituted or unsubstituted heteroaryl, and substituted or
45	unsubstituted aryl,
46	R^{7A} and R^{7B} are independently selected from hydrogen, substituted or
47	unsubstituted alkyl, substituted or unsubstituted heteroaryl,
48	substituted or unsubstituted aryl, -NR ^{7A1} R ^{7A2} , and -OR ^{7A3} , wherein
49	R ^{7A1} and R ^{7A2} are members independently selected from hydrogen,
50	substituted or unsubstituted alkyl, substituted or unsubstituted
51	heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
52	unsubstituted heterocycloalkyl, substituted or unsubstituted aryl,
53	and substituted or unsubstituted heteroaryl, wherein
54	R^{7A1} and R^{7A2} are optionally joined to form a substituted or
55	unsubstituted ring with the nitrogen to which they are
56	attached, wherein said ring optionally comprises an additional
57	ring heteroatom, and
58	R ^{7A3} is a member selected from substituted or unsubstituted alkyl,
59	substituted or unsubstituted heteroalkyl, substituted or
60	unsubstituted cycloalkyl, substituted or unsubstituted
61	heterocycloalkyl, substituted or unsubstituted aryl, and substituted
62	or unsubstituted heteroaryl;
63	wherein R^5 is optionally joined with R^{6A} or R^{6C} to form a substituted or
64	unsubstituted ring, wherein said ring optionally comprises an additional
65	ring heteroatom;
66	wherein R^{7A} is optionally joined with R^{6A} or R^{6C} to form a substituted or
67	unsubstituted ring, wherein said ring optionally comprises an additional
68	ring heteroatom; and
69	wherein R^{7C} is optionally joined with R^{6A} or R^{6C} to form a substituted or
70	unsubstituted ring, wherein said ring optionally comprises an additional
71	ring heteroatom.
1	8. The compound of claim 7, wherein
2	Z^1 is -NR ⁵ -;
3	Z^2 is =N-; and
4	Z^3 is = CR^{7A}

1	9. The compound of claim 8, wherein
2	R ^{7A} is hydrogen; and
3	R ⁵ is a member selected from hydrogensubstituted or unsubstituted aryl,
4	substituted or unsubstituted heteroaryl, substituted or unsubstituted arylalkyl and substituted
5	or unsubstituted heteroarylalkyl.
1	10. The compound of claim 7, wherein R ⁵ has the formula:
	$\langle \overline{\mathbb{R}}^{5A} \rangle$
2	\mathbb{R}^{5A} _n (VI)
3	wherein,
4	R ^{5A} is a member selected from hydrogen, halogen, -OR ^{5A1} , -NR ^{5A2} R ^{5A3} ,
5	-S(O ₂)NR ^{5A2} R ^{5A3} , -CN, substituted or unsubstituted alkyl, substituted or
6	unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl,
7	substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted
8	aryl, and substituted or unsubstituted heteroaryl, wherein
9	R ^{5A1} is a member selected from hydrogen, substituted or unsubstituted
10	alkyl, substituted or unsubstituted heteroalkyl, substituted or
11	unsubstituted cycloalkyl, substituted or unsubstituted
12	heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
13	unsubstituted heteroaryl, and
14	R ^{5A2} and R ^{5A3} are members independently selected from hydrogen,
15	substituted or unsubstituted alkyl, substituted or unsubstituted
16	heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
17	unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and
18	substituted or unsubstituted heteroaryl;
19	m is an integer from 0 to 10; and
20	n is an integer from 1 to 5.
1	11. The compound of claim 10, wherein
2	n is 1;
3	m is 0 or 1; and
4	R^{5A1} , R^{5A2} and R^{5A3} are hydrogen.
1	12. The compound of claim 7, wherein

hydrogen and substituted or unsubstituted aryl. 14. The compound of claim 8, wherein R ⁵ and R ^{7A} are hydrogen and be a bond. 15. The compound of claim 1, wherein R ¹ is a member selected from substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 16. The compound of claim 1, wherein R ¹ has the formula:	3	Z^1 is -NR ⁵ -;
13. The compound of claim 12, wherein R ⁵ is a member selected from hydrogen and substituted or unsubstituted aryl. 14. The compound of claim 8, wherein R ⁵ and R ^{7A} are hydrogen and be a bond. 15. The compound of claim 1, wherein R ¹ is a member selected from substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 16. The compound of claim 1, wherein R ¹ has the formula: 2 wherein, 4 q is an integer selected from 1 to 5; 5 R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alkyl substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,	5	Z^2 is =CR ^{6A} -; and
hydrogen and substituted or unsubstituted aryl. 14. The compound of claim 8, wherein R ⁵ and R ^{7A} are hydrogen and be a bond. 15. The compound of claim 1, wherein R ¹ is a member selected from substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 16. The compound of claim 1, wherein R ¹ has the formula: 2 wherein, 4 q is an integer selected from 1 to 5; R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,	4	Z^3 is =N
14. The compound of claim 8, wherein R ⁵ and R ^{7A} are hydrogen and be a bond. 15. The compound of claim 1, wherein R ¹ is a member selected from substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted or unsubstituted or unsubstituted or unsubstituted or unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 16. The compound of claim 1, wherein R ¹ has the formula: 2	1	13. The compound of claim 12, wherein R ⁵ is a member selected from
2 a bond. 1 15. The compound of claim 1, wherein R¹ is a member selected from substituted or unsubstituted (C₁-C₁0) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C₃-C₁) cycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 1 16. The compound of claim 1, wherein R¹ has the formula: 2	2	hydrogen and substituted or unsubstituted aryl.
1 15. The compound of claim 1, wherein R ¹ is a member selected from substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 1 16. The compound of claim 1, wherein R ¹ has the formula: 2	1	14. The compound of claim 8, wherein R ⁵ and R ^{7A} are hydrogen and b is
substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted? membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 1	2	a bond.
heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 1	1	15. The compound of claim 1, wherein R ¹ is a member selected from
membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. 1 16. The compound of claim 1, wherein R ¹ has the formula: (R ^{1B}) _q wherein, q is an integer selected from 1 to 5; R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,	2	substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered
1 16. The compound of claim 1, wherein R¹ has the formula: QR¹B)q wherein, q is an integer selected from 1 to 5; R¹B is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heterocycloalkyl, substituted or unsubsti	3	heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl, substituted or unsubstituted 3-7
1 16. The compound of claim 1, wherein R ¹ has the formula: QR ^{1B}) q wherein, q is an integer selected from 1 to 5; R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,	4	membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or
wherein, q is an integer selected from 1 to 5; R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted or unsubstituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,	5	unsubstituted heteroaryl.
wherein, q is an integer selected from 1 to 5; R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,	1	16. The compound of claim 1, wherein R ¹ has the formula:
wherein, q is an integer selected from 1 to 5; R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted	2	\mathbb{R}^{1B} _q
q is an integer selected from 1 to 5; R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted or unsubstituted or unsubstituted or unsubstituted or unsubstituted explorable, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroc		
R ^{1B} is a member selected from hydrogen, substituted or unsubstituted alky substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , unsubstituted aryl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,		
substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,		
cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,		
unsubstituted aryl, substituted or unsubstituted heteroaryl, -NR ^{1B1} R ^{1B2} , OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,		
9 -OR ^{1B3} , and -C(O)NR ^{1B4} R ^{1B5} wherein 10 R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,		
10 R ^{1B1} and R ^{1B2} are members independently selected from hydrogen,		
		···
substituted atkyl, substituted of unsubstituted neteroalkyl substitut		
or unsubstituted heterocycloalkyl, and substituted or unsubstituted		·
heteroaryl, wherein R ^{1B1} and R ^{1B2} are optionally joined to form a		
•	12	substituted or unsubstituted ring with the nitrogen to which they are
attached, wherein said ring optionally comprises an additional ring	12	•
heteroatom, and	12 13 14	·
17 R ^{1B3} is a member selected from	12 13 14	iicicioatom. aiki

hydrogen,

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19	substituted or unsubstituted heteroalkyl comprising a nitrogen,
20	substituted or unsubstituted heterocycloalkyl comprising a ring
21	nitrogen,
22	substituted or unsubstituted heteroaryl comprising a ring nitrogen,
23	and
24	alkyl substituted with a substituted or unsubstituted heteroalkyl
25	comprising a nitrogen, substituted or unsubstituted
26	heterocycloalkyl comprising a ring nitrogen, and substituted or
27	unsubstituted heteroaryl comprising a ring nitrogen; and
28	R ^{1B4} and R ^{1B5} are members independently selected from
29	hydrogen,
30	substituted or unsubstituted heteroalkyl comprising a nitrogen,
31	substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,
32	substituted or unsubstituted heteroaryl comprising a ring nitrogen, and
33	alkyl substituted with a substituted or unsubstituted heteroalkyl
34	comprising a nitrogen, substituted or unsubstituted heterocycloalkyl
35	comprising a ring nitrogen, and substituted or unsubstituted
36	heteroaryl comprising a ring nitrogen, wherein
37	R ^{1B4} and R ^{1B5} are optionally joined to form a substituted or
38	unsubstituted ring with the nitrogen to which they are attached,
39	wherein said ring optionally comprises a heteroatom.
1	17. The compound of claim 16, wherein
2	q is an integer selected from 1 to 3;
3	R ^{1B} is a member selected from hydrogen, substituted alkyl, substituted or
4	unsubstituted heteroalkyl, substituted cycloalkyl, substituted or
5	unsubstituted heterocycloalkyl, substituted aryl, and substituted or
6	unsubstituted heteroaryl.
1	18. The compound of claim 16, wherein R ¹ has the formula:
2	-R ^{1B}
2	(1V)
3	wherein,
4	R ^{1B} is a member selected from hydrogen, -NR ^{1B1} R ^{1B2} , -OR ^{1B3} , substituted or
5	unsubstituted (C_1 - C_{10}) alkyl, substituted or unsubstituted 2-10

6	membered heteroalkyl, substituted or unsubstituted (C ₃ -C ₇)cycloalkyl,		
7	substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted		
8	or unsubstituted aryl, and substituted or unsubstituted heteroaryl.		
1	19. The compound of claim 16, wherein R ^{1B} is a member selected from		
2	-C(O)NR ^{1B4} R ^{1B5} and substituted or unsubstituted heteroaryl comprising a ring nitrogen,		
3	wherein		
4	R ^{1B4} and R ^{1B5} are members independently selected from		
5	hydrogen,		
6	substituted or unsubstituted heteroalkyl comprising a nitrogen,		
7	substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,		
8	substituted or unsubstituted heteroaryl comprising a ring nitrogen, and		
9	alkyl substituted with a substituted or unsubstituted heteroalkyl		
10	comprising a nitrogen, substituted or unsubstituted heterocycloalkyl		
11	comprising a ring nitrogen, and substituted or unsubstituted		
12	heteroaryl comprising a ring nitrogen, wherein		
13	R ^{1B4} and R ^{1B5} are optionally joined to form a substituted or		
14	unsubstituted ring with the nitrogen to which they are attached,		
15	wherein said ring optionally comprises a heteroatom.		
1	20. The compound of claim 19, wherein R^{1B1} , R^{1B2} , R^{1B3} , R^{1B4} and		
2	R ^{1B5} are members independently selected from hydrogen and a substituted or unsubstituted		
3	ring, wherein said ring optionally comprises a nitrogen atom and at least one additional ring		
4	heteroatom.		
1	21. The compound of claim 1, wherein R ² is a member selected from		
2	substituted or unsubstituted (C ₁ -C ₁₀) alkyl, substituted or unsubstituted 2-10 membered		
3	heteroalkyl, substituted or unsubstituted (C3-C7) cycloalkyl, substituted or unsubstituted 3-		
4	membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or		
5	unsubstituted heteroaryl.		
1	22. The compound of claim 1, R ^{2A} , R ^{2B} , R ^{2C} , and R ^{2D} are members		
2	independently selected from substituted or unsubstituted (C_1 - C_{10}) alkyl, substituted or		
3	unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C ₃ -C ₇) cycloalkyl,		

substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

23. The compound of claim 1, R^2 has the formula:

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2 (V) 3 wherein, R^{2G} is a member selected from hydrogen, halogen, substituted or 4 5 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted 6 or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, 7 substituted or unsubstituted aryl, and substituted or unsubstituted 8 heteroaryl; 9 J is a substituted or unsubstituted ring selected from substituted or 10 unsubstituted (C₃-C₇) cycloalkyl, substituted or unsubstituted 3-7 11 membered heterocycloalkyl, substituted or unsubstituted aryl, and 12 substituted or unsubstituted heteroaryl; 13 t is an integer from 0 to 5; and X is a member selected from a bond, $-S(O_2)$ -, and $-S(O_2)N^{2I}$ -, wherein 14 R^{2I} is a member selected from hydrogen, substituted or unsubstituted 15 16 alkyl, and substituted or unsubstituted heteroalkyl. 1 24. The compound of claim 23, wherein R^{2G} is a member selected from hydrogen, substituted or unsubstituted (C₁-2 3 C₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl. 4 substituted or unsubstituted (C₃-C₇)cycloalkyl, substituted or 5 unsubstituted 3-7 membered heterocycloalkyl, substituted or 6 unsubstituted aryl, and substituted or unsubstituted heteroaryl; 7 J is a substituted or unsubstituted ring selected from substituted or 8 unsubstituted 3-7 membered heterocycloalkyl, substituted or 9 unsubstituted aryl, and substituted or unsubstituted heteroaryl: 10 t is 1; and R^{2I} is hydrogen. 11

1		25.	The compound of claim 23, wherein R ^{2G} is a branched or unbranched
2	(C_1-C_{10}) alkyl.		
1	2	2 6.	The compound of claim 23, wherein X is $-S(O_2)$
1	:	27 .	The compound of claim 1, wherein L ¹ and L ² are members
2	independently s	selecte	d from a bond and unsubstituted (C_1-C_6) alkylene.
1	;	28.	The compound of claim 1, wherein
2		the das	shed line b is a bond;
3		R ¹ is s	ubstituted or unsubstituted benzyl; and
4		R ² has	the formula:
			$-X$ $\left(R^{2G}\right)_{t}$
5			
6		where	in,
7			R ^{2G} is a member selected from hydrogen, halogen, substituted or
8			unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
9			substituted or unsubstituted cycloalkyl, substituted or
10			unsubstituted heterocycloalkyl, substituted or unsubstituted
11			aryl, and substituted or unsubstituted heteroaryl,
12			J is a substituted or unsubstituted ring selected from substituted or
13			unsubstituted (C3-C7) cycloalkyl, substituted or unsubstituted
14			3-7 membered heterocycloalkyl, substituted or unstabstituted
15			aryl, and substituted or unsubstituted heteroaryl,
16			t is an integer fro 0 to 5, and
17			$X ext{ is } -S(O_2)$ -;
18		L^1 is a	a bond; and
19		L ² is a	a bond.
1		29.	A method of treating a disorder or condition through modulating a
2	_		tor, the method comprising administering to a subject in need of such
3	treatment, an e	effectiv	ve amount of the compound of one of claims 1-28.

1	30. A method of treating a disorder or condition through antagonizing a
2	glucocorticoid receptor, the method comprising administering to a subject in need of such
3	treatment, an effective amount of the compound of one of claims 1-28.

- 31. A method of modulating a glucocorticoid receptor including the steps of contacting a glucocorticoid receptor with an effective amount of the compound of one of claims 1-28 and detecting a change in the activity of the glucocorticoid receptor.
- 1 32. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and the compound of one of claims 1-28.

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